

**SERS – SNOHOMISH COUNTY 911 MERGER STEERING COMMITTEE**

**Meeting 2**

Monday, February 26, 2018

Snohomish County Admin Conference Room - 6th Floor Room 6A02

2:00 – 4:00 PM

Proposed Agenda

1. Welcome / Introductions (*5 min.*) Jon Nehring
2. Review of Today's Agenda (*2 min.*) Karen Reed
3. Approval of Meeting Summary from February 12/Meeting 1 (*3 min.*) Jon Nehring
4. Communications and Other Updates (*20 min.*) All
  - Website
  - Binders
  - Committee appointments
  - Legal counsel
  - Boards survey
  - Other
  - Logistics – April meeting dates
5. Review and Possible Action: Due Diligence Plan/Task/Timeline (*15 min.*) Terry Peterson
6. Review and Possible Action: Committee Scope and Purpose Statement and Committee Charter (*30 min.*) Karen
  - Presentation to SERS and SNO911 Boards in March
7. Review and Action: Committee Ground Rules (*3 min.*) Karen
8. Discussion and Possible Action: Request legal opinion on process for SERS Board Vote required to merge/consolidate with or be acquired by SNO911 (*5 min.*) Karen
9. County financing project update, coordinating information (*30 min.*) Richard Shrock, Susan Neely, Brian Haseleu
10. Next Agenda (*5 min.*) Karen
  - Legal process options for integration—comparison, recommendation
  - Review of input from Board Members
  - Consolidation/Merger timing discussion w/Radio Project staff
  - Discussion of possible recommendation re: assurances to SERS Staff
11. Adjourn

**SERS-SNO911 Merger Steering Committee**  
**Meeting Summary for February 12, 2018/ 11:00 am - 12:30 pm**  
 Location: Everett PD - South Precinct

Note: *Follow-up action items are noted in italics. Decisions are underlined.*

**Meeting Attendance:**

Committee Members					
Jon Nehring	x	Bryan Stanifer	x	John Dyer	x
Pam Pruitt	x	Tom Mesaros		Joanie Fadden (for Ty Trenary)	x
Ty Trenary					
Staff Support Team					
Ralph Krusey	x	Terry Peterson	x	Sharon Brendle (notetaker)	x
Kurt Mills	x	Karen Reed	x		

1. **Welcome / Introductions:** Karen Reed called the meeting to order at 11:06. Introductions were made. Joanie Fadden is representing Sheriff Trenary. Kurt reported that the committee membership from SNO911 would be confirmed at their board meeting this Thursday.
2. **Review of Today's Agenda:** Karen went over the packet that was provided containing discussion guides and a matrix of issues that she had put together for further discussion.
3. **Proposed Committee Scope and Purpose Statement, Work Plan and Timeline:**
  - **Scope.** A brief discussion on what type of consolidation was preferred: Merger, consolidation, or integration. More interest in moving toward a merger, subject to further discussion. All agreed the focus should be on how and when to accomplish a merger/ consolidation and doing the work to ensure it is done thoughtfully, as opposed to focusing on whether the merger should happen.
  - **Timeline.** There was some discussion on how quickly a decision could or should be reached. Some felt June was too optimistic; others thought it should be done quickly and not be a long drawn-out process. All agreed that both boards should be kept regularly apprised, and that due diligence is key.
  - **Process for managing the project.** There was agreement that bi-weekly meetings were preferred.
  - **Legal Structure.** A merger is the simplest way. Pros and cons to be examined by the committee with recommendations to be forwarded to the boards.
  - **Merger Agreement Terms.** It was recommended that both agencies have their own legal representation. SERS would be represented by Brad Cattle, with Deanna Gregory representing SNO911. Kurt will ask the SNO911 board about this on Thursday. SNO911 ILA addresses possible merger with SERS and would require a supermajority vote. The SERS ILA does not contain any wording on a merger or consolidation, which may suggest default to state law requirements (two-thirds of board members present and voting)—we will need to confirm with the SERS attorney.

- **SERS ILA Issues.** There was discussion on whether SERS' current ILA is set up appropriately to handle the upcoming radio project, or whether it needs to be amended. Karen asked about a timeframe for putting decision out to the voters. Earliest election would be August, but more likely to take place in November.
- **SNO911 Issues.** There was some discussion on whether SNO911's ILA would need to be changed. Both the acquiring of SERS assets and a decision to merge would require a supermajority vote. Everyone agreed to try to avoid need to make any changes to the SNO911 ILA that would require a full approval by all legislative bodies. Karen asked if SNO911's fee formula would need to be changed. The County would be collecting the funds, which would be similar to how funding is routed now through the E911 office. The County would also determine the terms and conditions on how the raised funds would be used (capital or operating costs).
- **Due Diligence Items.** Existing SERS contracts would need to be reviewed. SERS collects an assessment from 11 municipalities. All other users pay through the County. SERS owns the radio system. Karen asked if those separate agencies have any rights with the County that could be extinguished. She provided a list of issues to consider if the Boards decide on a merger. It was determined that a County staff member or members, familiar with the funding process, be invited to participate as a non-voting member at these meetings.
- **SERS Employees.** Should the SERS Board provide a statement to employees similar to one that was provided prior to the PSAP consolidation? Ralph stated that there has been inquiries by staff on what would happen with existing employees.

**Follow-up:** *Karen will draft the scope and purpose statement. She will also develop a short survey to submit to both SERS and SNO911 the board members. Staff will send the survey out by survey-monkey.*

*Committee members should send Karen a note about any additional issues or concerns in addition to those discussed today. SNO911 staff will set up a weblink to the Committee activities—meeting agendas, summaries and materials, and SERS website will have a link to this as well.*

4. **Process Issues - Name, Charter and Ground Rules, Meeting Schedule, Co-Chairs.** In discussion, the following points were agreed:

- **Name.** SERS/SNO911 Consolidation Steering Committee
- **Charter Issues.** The Committee decided on having a Chair and Vice-chair. Jon Nehring will serve as Chair; Tom Mesaros will serve as Vice-Chair. SNO911 will name one alternate. SERS will not have an alternate. Voting by proxy will be allowed.
- **Ground Rules were discussed.**
- **Contract for Karen.** This will be held by SNO911 and jointly paid by both agencies.
- **Meeting Schedule.** The Committee will meet the 2nd and 4th Mondays of each month. Joanie Fadden, Administrative Services Bureau Chief of the Snohomish County Sheriff's Office volunteered to locate meeting room space at the County Administration Building. Meeting invites will be sent out as soon as possible.

5. **Next Meeting Agenda dates and times.** The next agenda will include:
- Review and approval of Scope and Purpose Statement and Work Plan.
  - Review and approval of Committee Ground Rules and Charter.
  - Review and recommendation: legal process recommended for consolidation (merger, consolidation, acquisition)
  - County financing project update (*Karen will reach out to Susan Neely and Dick Schrock about attending the meeting to talk with the Committee.*)
  - Due Diligence Tasks proposed—assignments, staffing, timing (*Terry will put together a proposal for the Committee's review.*)

**Closing Comments / Adjourn.** The next meeting will be held on Monday, February 26th. Location to be announced. The meeting was adjourned at 12:30.

**SERS – SNO911 Merger Project**

**Board Survey**

**Responses due by Monday, February 26**

**Instructions:** The purpose of this survey is to identify issues, concerns and ideas from the perspective of the Board members of SERS and SNO911 with respect to the SERS-SNO911 merger project. Your input will be helpful to the SERS-SNO911 Merger Steering Committee as it works to accomplish its task of bringing forward recommendations for how and when to accomplish the integration of the two agencies.

The survey results will be summarized and presented to both Boards and the project steering committee in March. In March, the Boards will also be asked to confirm the Committee’s scope and work plan for this effort.

Note that this survey is premised on the understanding of the Steering Committee members that the Boards are committed to accomplishing an integration of the two agencies—the question is how and when to do so.

The survey consists of several open-ended questions. You can provide as much or as little feedback as you like.

If you would like to offer any confidential comments, you can contact the project facilitator, Karen Reed, at either [kreedconsult@comcast.net](mailto:kreedconsult@comcast.net) or 206.932.5063.

We are asking for your response no later than **Monday February 26**.

**Thank you** for taking a few minutes to complete the survey!

Name:
I serve on the Board of (check as appropriate): SERS _____ SNO911 _____
1. What do you see as the <b>primary benefits</b> of integrating SERS and SNO911 into a single agency?
2. Do you have <b>concerns or questions</b> about how integration occurs? If so, please describe.

3. What **tasks** do you see as particularly important to undertake as the process moves forward?

4. What **information** is important for the Boards to see as this process moves forward?

5. Do you have ideas about the **timing** for the integration of the two agencies—when should it occur? Are there actions that that you think should occur before integration happens?

6. The Steering Committee plans to provide updates to the two Boards each month, and will post its meeting agendas and materials online. Are there other **communication strategies** you think the Committee should deploy?

7. Any **other feedback or ideas** you would like to offer?

**Responses to Boards survey as of 2.23.18 noon**

SERS	Both Boards	SNO911
Anonymous B. Haseleu	Chris Alexander J. Gregerson J. Lawless G. Elwin Cheol Kang J. Lever B. Stanifer A. Compaan	Anonymous J. Ventura J. Dyer D. Neuhoff J. Stocker G. Hurst

## **SERS –SNO911 Merger Steering Committee**

### **SCOPE AND PURPOSE STATEMENT**

The purpose of the SERS-SNOHOMISH COUNTY 911 Merger Steering Committee is to develop a preferred plan and approach for consolidating the two agencies, including:

- Recommended timeline
- Service levels
- Cost Allocation/integrated rate structure
- Organizational structure
- Legal structure
- Transition Plan
- Consolidated agency Pro-forma budget for (5) years
- Transition/integration issues related to radio system project

### **WORK PLAN AND TIMELINE**

**Process/Timeline:** The Committee will work through issues in the general sequence described below and develop a series of recommendations for consideration by each agency Board. The Committee will report to the Boards on a monthly basis, bringing forward recommendations for consideration as they become available.

The Committee plans to meet twice a month. Committee agendas, meeting summaries and meeting materials will be posted on the SNO911 website, with a link also on the SERS website.

The proposed timeline is to have a complete set of recommendations for consideration/action by the Boards in June. Actual transition/integration of the two agencies would occur after June, and could be several months later. (See proposed Boards action schedule on p. 3)

#### **Committee Tasks**

##### **February**

- Adopt recommended scope and purpose statement, work plan and timeline for submittal to Boards
- Adopt committee charter
- Develop informal agreement with SERS Future Funding Sub-Committee to ensure communication between the two processes moving forward
- Develop plan for, and launch, due diligence review
- Ask SERS legal counsel for **opinion on SERS Board vote process required to approve a merger, consolidation of SERS and SNO911, or an acquisition of SERS by SNO911**
- Review radio project vendor scope of work in RFP

##### **March**

- Review input from all SERS and SNO911 Board members as to issues/concerns/ideas related to Merger

- Discuss vendor scope of work to understand timeline, risks, etc. with radio construction project
- Develop 2-3 scenarios for timing/sequencing of events, based on radio system project timeline and other considerations
  - Will SERS ILA need to be amended if legal integration w/SNO911 occurs *after launch of radio project?*
- Develop recommendation with respect to commitments to current SERS staff
- Develop recommendation on preferred legal structure for integration (merger, consolidation or acquisition)
- Review SERS current budgets and five year budget projections – operating, capital and reserves. Provide direction to staff for preparing 5-year integrated budget pro forma

#### April

- Develop 2 scenarios for addressing ongoing costs of SERS once the entities are merged, and identify actions necessary to implement. (Rate formula)
- Assuming a choice of funding mechanism has been made by County Council, review a staff-developed five-year funding scenario for integrated agency. Identify key assumptions, cost savings, additions. Provide direction on any refinements, follow up questions
- **Due diligence report – part 1**
- Organizational structure: identify issues, develop recommendations
  - Reporting
  - IT functions
- Facilities plan. Develop 2 scenarios relative to office, equipment storage space; review other issues related to facilities, leases, properties (Due Diligence)

#### May

- **Due diligence report – part 2**
- Develop recommendations on:
  - Rate formula under integrated operations
  - Organizational structure
  - Facilities
- Review document needed to implement recommendations (articles of merger, amendments to rate structure)

#### June

- Finalize and present recommendations package
  - Timing
  - Documentation needed, potentially including:
    - Articles of merger/consolidation

- Resolution approving transition plan, fee formula changes
- Bylaws changes

**Items for Board Briefings/Action, by Month**

<b>February</b>	Approve Steering Committee members, legal counsel for each agency
<b>March</b>	Review results of board survey Approve Committee scope and purposes, work plan, timeline
<b>April</b>	Choice of legal structure (merger, consolidation or acquisition) Assurances to SERS staff related to integration/merger
<b>May</b>	Preferred timeline discussion Organizational structure recommendation Facilities recommendations 5-year Pro-Forma budget presentation Rate structure discussion
<b>June</b>	Review and begin deliberations on final recommendations package

## SERS-SNO911 MERGER STEERING COMMITTEE

### DRAFT Committee Charter

*Question: If the Boards approve the process/scope/timeline document, do they also need to approve this? They did last time, but...*

- A. Mission:** The mission of the SERS-SNO911 Merger Steering Committee (“Committee”) is to develop information and materials necessary to allow the SERS and SNO911 Boards to make a decision as to whether and how SNOCOM and SNOPAC should consolidate or merge or integrate operations in some manner, by developing a recommended plan consistent with the **Scope and Purpose Statement (Attachment A)**. The Committee is advisory to the Boards of the Snohomish Emergency Radio System Agency (SERS) and Snohomish County 911 (SNO911).
- B. Input from Boards.** The Committee will accomplish its mission by developing and bringing forward a series of work products to the SERS and SNO911 Boards (collectively, “the Boards”) for review, input, and adoption.
1. Committee work products will be circulated in advance to Board members, and Boards will be asked to approve or request changes to a work product at the Board meeting where the work product is first presented.
  2. A Board may determine it needs additional time to deliberate on a work product rather than approve it, and if so, the Committee will shift its work plan so as to not delay the schedule any further than necessary. A Board choosing to deliberate on a work product will make every effort to conclude its deliberations by the end of its next regularly scheduled meeting.
  3. Whenever Boards have input/request changes to Committee products, the Committee will make revisions to address that input and bring the revised work product back up to the Boards as soon as practicable for their approval.
  4. If Boards have conflicting input, the Committee will seek to reconcile that in the revised work product, however, if the Committee (or either Board) observes an irreconcilable conflict in input from the Boards, it will ask for a joint Board deliberation and direction

on the matter. Both Boards must approve a work product for it to be considered approved.

5. **Stopping Work on Project.** Work on the project will end if either the SERS or SNO911 Board votes not to proceed further at any point. Alternately, project work may be put on hiatus until a later date by vote of either Board.

**C. Communications.**

1. **Employees.** The Committee will keep the SERS and SNO911 employees informed of its work throughout the process.
2. **Access to Committee Deliberations and Materials.** The Committee will post meeting agendas, meeting summaries, and non-sensitive materials online so that members of the public, Board members and employees can review the deliberations by accessing either the SERS or SNO911 websites. Committee meetings will be open to the public, but not posted as “public meetings,” since this is an ad hoc, temporary Committee. The Committee is not required to take public comment at its meetings, but may elect to do so at the discretion of the Committee chair.
3. **Public Communications.** Committee members may be called on from time to time to comment about the activities of the Committee or on the subject matter under deliberation. In such communications, Committee members will take care to distinguish official Committee positions from positions of individual Committee members.

- D. Timeline:** The Committee will seek to conclude its work by the first week of June, 2018, as generally outlined on the attached Scope and Purpose Statement (**Attachment A**), after which time the individual member agencies and the Boards will individually deliberate on the merger process and timeline.

- E. Committee Membership, Chair and Vice-Chair:** The Committee members include: Three (3) representative from the SERS Board and three (3) members from the SNO911 Board, plus one Alternate from the SNO911 Board who is encouraged to attend all meetings and may vote in the

absence of a SNO911 Board Member. (A list of members and the staff support team is set forth at Attachment B).

1. **Committee Chair, Vice-Chair:** Jon Nehring will serve as Chair of the Committee, and Tom Mesaros will serve as Vice-Chair. The Chair and Vice-Chair will review and approve agendas in advance of meetings. The Chair will preside over the meetings; the Vice-Chair will preside over the meeting in the absence of the Chair. The Chair and/or Vice-Chair will serve as spokespeople for the Committee when and as necessary.
2. **Resignation and Appointment of Replacement Members.** Any member of the Committee may resign, and such resignation shall be effective upon submitting written notice to the Committee Chair and his/her respective Agency Board Chair. The Agency Board Chair shall take prompt action to appoint a replacement member.

**F. Committee Decision Making:**

1. **Quorum.** A quorum at any committee meeting shall consist of Committee members who represent a simple majority.
2. **Participation by Telephone.** Committee members are encouraged to attend each meeting in person. Participation by telephone may be allowed in special circumstances at the discretion of the Committee Chair.
3. **Rules of Order.** The Committee will operate informally but shall use the latest edition of Robert's Rules of Order where necessary to process decisions.
4. **Votes.** Each member of the Committee has one vote. The SNO911 Alternate may vote only in the absence of a primary Committee Appointee from SNO911.
5. **Routine Items.** Routine actions of the Committee will be confirmed by the vote of a majority of the members of the Committee present and voting.

6. **Work Products.** When deciding on a recommendation or recommendations to forward to the SERS and SNO911 Boards the Committee will strive to reach a consensus, defined as approval from not less than two-thirds of the Committee members from both SERS and SNO911.
  - a. If the Committee is unable to reach a consensus level of support for a proposed recommendation, then that item may still be forwarded to the Boards as a Committee recommendation if it is approved by 50% or more of the Committee members present and voting, including at least 1 vote from representatives from SERS and at least 1 vote from representatives from SNO911.
  - b. If the Committee is unable to reach recommendation level support described in subparagraph b above, then the proposal recommendation shall either be:
    - i. deferred to discussion and resolution at the next Committee meeting, **or**
    - ii. Forwarded for consideration by the SERS and SNO911 Boards with the notation that the Committee Force was unable to reach a recommendation on the option(s) under consideration.
  - c. Recommendations to the Boards will note the level of support from the Committee (consensus, recommendation, or no recommendation).
  - d. Wherever appropriate, the Committee will identify options before making a recommendation to the SERS and SNO911 Boards, and any recommendations to the Boards will include a summary of the options considered.

7. **Meeting Schedule, Meeting Materials.** The Committee will meet approximately twice each month, on dates agreed by the Committee. Staff will forward agendas and materials (to the extent available) to Committee members for review in advance of meetings.
  
8. **Staff support for Task Force:** Staff support will be provided by the Executive Directors of SERS and SNO911, an independent facilitator, and such additional agency staff as may be called upon from time to time. *[The Agencies will share equally the costs of the facilitator.]*
  
9. **[2019 Funding:** *SERS and SNO911 will confer as to an estimated amount of funds required to accomplish the integration of the two agencies and, assuming a decision is made to proceed with integration, each agency will strive to include funding as is reasonably necessary implement the integration in 2018 and if necessary, in 2019, including providing reasonable funding support in each agencies 2019 budget. ]*

**G. Approval and Amendment of this document:** This document shall be approved by vote of both the SERS and SNO911 Boards and any amendments to this document must also be approved by vote of both Boards, provided that the Committee has authority to adjust the schedule and topics for its work, within the overall project timeline.

Approved:

**SERS**

**SNO911**

By \_\_\_\_\_

By \_\_\_\_\_

Board Chair

Board Chair

Date: \_\_\_\_\_

Date: \_\_\_\_\_

Draft dated 2.20.18

**Attachment A**

**SNOCOM-SNOPAC Consolidation Discussions Project**

**SCOPE and PURPOSE STATEMENT**

**Attachment B: Committee Members and Support Team**

<b>SERS</b>
Jon Nehring, SERS Board President, Mayor, City of Marysville
Pam Pruitt, SERS Board Member, Mayor, City of Mill Creek
Bryan Stanifer, Deputy Police Chief, City of Lynnwood
<b>SNO911</b>
Tom Mesaros, Council President, City of Edmonds
John Dyer, Police Chief, City of Lake Stevens
Ty Trenary, Sheriff, Snohomish County
Alternate:
<b>COMMITTEE Support Team:</b>
Ralph Krusey, Executive Director, SERS
Kurt Mills, Executive Director, SNO911
Terry Peterson, Deputy Director, SNO911
Karen Reed, Karen Reed Consulting, Facilitator
Sharon Brendle, SNO911
<b>Also invited to meetings: SERS Future Funding Sub-Committee members</b>
Richard Shrock, Susan Neely, Brian Haseleu

## SERS-SNOHOMISH COUNTY CONSOLIDATION STEERING COMMITTEE

### GUIDELINES FOR SUCCESSFUL MEETINGS

Draft 2.12.18

#### *Ground Rules:*

- Meetings will start and end on time.
- We will use Robert's Rules of Order as needed to process decisions.
- There will be no scheduled breaks during meetings. If you need to take a break at any time during the meeting, that is fine.
- No recycling: once something is decided, we will move forward and not re-visit it unless there is a consensus that we should do so.
- Be present: please, no E-mail or web browsing during meetings. If you need to take a call, please go out in the lobby.
- Please let Karen know if you cannot attend a meeting. (email: [kreedconsult@comcast.net](mailto:kreedconsult@comcast.net) / phone 206.932.5063/cell: 206.948.3556)

#### *Suggestions for Effective Communication:*

- Be open to learning new information and considering new ideas.
- Seek to understand the views of others. Be respectful of differing points of view.
- Monitor your air time. Be concise so that we can hear from everyone.
- Respect the right to be heard: only one conversation at a time.
- Stay on topic.
- Don't let the perfect be the enemy of the good.
- Keep a sense of humor.
- Use your "red herring" cards to help us stay on track with these guidelines.

#### *The Facilitator:*

- Karen is here to enforce the ground rules and keep the discussion moving, on time and on task.
- Karen will work with Committee staff to develop the Committee and Board briefing materials.

#### *Process expectations:*

- All meetings are open to the public, but will not be noticed as public meetings.
- Agendas will be circulated in advance, with a draft meeting summary from the prior meeting.
- Agency staff have lead responsibility for preparing meeting materials, unless otherwise noted, and will work with the Facilitator to prepare agendas and materials.
- The [Chair or Vice-Chair] will preview proposed agendas.
- Meeting materials will be circulated in advance to the extent possible.
- The meeting summary from each meeting will be approved at the following meeting and, once approved, will be posted on the Agency websites, together with all Committee meeting agendas and materials.

## **Coordination between SERS Financing Committee and SERS-SNO911 Merger Committee**

**For discussion on February 26, 2018**

### Discussion Questions

1. Can you provide an overview of the funding decision timeline and issues?
2. What is the scope of the Financing Committee work? Does it end after the County Council decides a funding source, or...?
3. What points of overlap are there potentially between these two efforts?
4. How can we best coordinate our work to minimize conflict and duplication?
5. Who is negotiating the terms of the SERS-County interlocal for distribution conditions on the ballot initiative funds, and when will that happen? If the merger happens, that agreement will be assigned over to SNO911.
6. Next steps?